

ALLSTATE CORP
Form 8-K
May 20, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO
SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): **May 18, 2010**

THE ALLSTATE CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-11840
(Commission File Number)

36-3871531
(IRS Employer Identification No.)

2775 Sanders Road, Northbrook, Illinois
(Address of Principal Executive Offices)

60062
(Zip Code)

Registrant's telephone number, including area code: **(847) 402-5000**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 - Corporate Governance and Management

Item 5.07. Submission of Matters to a Vote of Security Holders

(a) The annual meeting of stockholders of The Allstate Corporation (Allstate) was held on May 18, 2010.

(b)

Item 1. Election of Directors.

Eleven board nominees for director were elected by a majority of the votes cast for terms expiring at the 2011 annual meeting of stockholders. The voting results are as follows:

| Nominee | For | Against | Abstain | Broker non-votes |
|--------------------|-------------|------------|-----------|------------------|
| F. Duane Ackerman | 374,616,286 | 20,836,300 | 1,406,246 | 57,499,580 |
| Robert D. Beyer | 377,703,431 | 17,722,505 | 1,432,896 | 57,499,580 |
| W. James Farrell | 345,883,191 | 49,577,268 | 1,398,373 | 57,499,580 |
| Jack M. Greenberg | 368,305,209 | 27,094,806 | 1,458,817 | 57,499,580 |
| Ronald T. LeMay | 374,067,434 | 21,318,735 | 1,472,663 | 57,499,580 |
| Andrea Redmond | 387,272,170 | 8,180,592 | 1,406,070 | 57,499,580 |
| H. John Riley, Jr. | 345,680,108 | 49,748,463 | 1,430,261 | 57,499,580 |
| Joshua I. Smith | 346,871,710 | 48,545,452 | 1,441,670 | 57,499,580 |
| Judith A. Sprieser | 340,424,541 | 54,998,286 | 1,436,005 | 57,499,580 |
| Mary Alice Taylor | 377,418,283 | 18,059,587 | 1,380,962 | 57,499,580 |
| Thomas J. Wilson | 372,735,070 | 22,742,774 | 1,380,988 | 57,499,580 |

Item 2. Ratification of appointment of independent registered public accountant.

The stockholders ratified the appointment of Deloitte & Touche LLP as Allstate's independent registered public accountant for 2010. The voting results are as follows:

| For | Against | Abstain |
|-------------|-----------|-----------|
| 444,984,475 | 8,204,502 | 1,169,435 |

Item 3. Stockholder proposal seeking the right to call special shareholder meetings.

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The proposal received the vote of a majority of the shares represented and entitled to vote at the meeting. The voting results are as follows:

| For | Against | Abstain | Broker non-votes |
|-------------|----------------|----------------|-------------------------|
| 219,084,009 | 175,249,837 | 2,524,986 | 57,499,580 |

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Item 4. Stockholder proposal seeking the right of stockholders to act by written consent.

The proposal received the vote of a majority of the shares represented and entitled to vote at the meeting. The voting results are as follows:

| For | Against | Abstain | Broker non-votes |
|-------------|----------------|----------------|-------------------------|
| 265,182,907 | 127,594,161 | 4,081,764 | 57,499,580 |

Item 5. Stockholder proposal seeking an advisory resolution to ratify compensation of the named executive officers.

The proposal received the vote of a majority of the shares represented and entitled to vote at the meeting. The voting results are as follows:

| For | Against | Abstain | Broker non-votes |
|-------------|----------------|----------------|-------------------------|
| 228,318,666 | 159,310,604 | 9,229,562 | 57,499,580 |

Item 6. Stockholder proposal seeking a review and report on executive compensation.

The proposal did not receive the vote of a majority of the shares represented and entitled to vote at the meeting. The voting results are as follows:

| For | Against | Abstain | Broker non-votes |
|------------|----------------|----------------|-------------------------|
| 30,673,772 | 340,143,996 | 26,041,064 | 57,499,580 |

Item 7. Stockholder proposal seeking a report on political contributions and payments to trade associations and other tax exempt organizations.

The proposal did not receive the vote of a majority of the shares represented and entitled to vote at the meeting. The voting results are as follows:

| For | Against | Abstain | Broker non-votes |
|-------------|----------------|----------------|-------------------------|
| 132,510,653 | 200,928,963 | 63,419,216 | 57,499,580 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE ALLSTATE CORPORATION

Date: May 20, 2010

By: /s/ Jennifer M. Hager
Name: Jennifer M. Hager
Title: Assistant Vice President,
Assistant General Counsel,
and Assistant Secretary